

EXHIBIT A

IRS Form 870 and Notice of Tax Due

Form 870 (Rev. March 1992)	Department of the Treasury - Internal Revenue Service Waiver of Restrictions on Assessment and Collection of Deficiency in Tax and Acceptance of Overassessment	Date received by IRS
Name and Address of Taxpayers (Number, street, city or town, State, and ZIP code)		Social Security or Employee ID number
WR Grace & Co & Subsidiaries 5400 Broken Sound Blvd. NW Suite # 300 Boca Raton, FL		65-0773649

Increase (Decrease) in Tax and Penalties

Tax Year Ended	Tax	Penalties							
12/1998	5,852,658								

Consent to Assessment and Collection

I consent to the immediate assessment and collection of any deficiencies (increase in tax and penalties) and accept any overassessment (decrease in tax and penalties) shown above, plus any interest provided by law. I understand that by signing this waiver, I will not be able to contest these years in the United States Tax Court, unless additional deficiencies are determined for these years.

Taxpayer's Representative -> Here		Date
Corporate Name ->	WR GRACE & CO & Subsidiaries	
Corporate Officers Sign Here	<i>Elyse Falcon</i>	Title
	<i>Vice President- FINANCE</i>	Date 11/13/09
	Title	Date

General Information

If you consent to the assessment of the deficiencies shown in this waiver, please sign and return the form in order to limit any interest charge and expedite the adjustment to your account. Your consent will not prevent you from filing a claim for refund (after you have paid the tax) if you later believe you are so entitled. It will not prevent us from later determining, if necessary, that you owe additional tax; nor extend the time provided by law for either action.

We have agreements with State tax agencies under which information about Federal Tax, including increases or decreases, is exchanged with the States. If this change affects the amount of your State income tax, you should file the required State form.

If you later file a claim and the Service disallows it, you may file suit for refund in a district court or in the United States Claims Court, but you may not file a petition with the United States Tax Court.

We will consider this waiver a valid claim for refund or credit of any overpayment due you resulting from any decrease in tax and penalties shown above, provided that you sign and file it within the period established by law for making such a claim.

Who must sign

If you filed jointly, both you and your spouse must sign. If this waiver is for a corporation, it should be signed with the corporation name, followed by the signatures and titles of the corporate officers authorized to sign. An attorney or agent may sign this waiver provided such action is specifically authorized by a power of attorney which, if not previously filed, must accompany this form.

If this waiver is signed by a person acting in a fiduciary capacity (for example, an executor, administrator, or a trustee) Form 56, Notice Concerning Fiduciary Relationship, should, unless previously filed, accompany this form.

Department of the Treasury
Internal Revenue Service
Sector
1973 N. Rulon White Blvd.
Ogden, UT 84201

Document Locator Number
129351-345-13000-09

MFT	Tax Period	Assessment Date	Trans Code
02	199812	12/11/2009	670 570

IDRS: 0463205534

Date of
This Notice: 12/11/2009

If you find it necessary
to inquire about your
account, please refer
to this number ► 65-0773649

Taxpayer

W R GRACE & CO
5400 BROKEN SOUND BLVD NW
BOCA RATON FL 33487-3521

Form Number: 1120

Plan/Report Number:

Tax Period Ended: 12/31/1998

Notice of Tax Due on Federal Tax Return

This is a notice of tax due on your tax return identified above. Please pay the amount shown as Balance Due when you receive this notice. Make your check payable to the United States Treasury and send it with a copy of this notice to the address shown above. If the balance due as shown below is incorrect because you made a recent payment, please send us the amount you believe you owe and an explanation of the difference.

The balance due may include Penalty and Interest. If you have any questions concerning the balance due or penalty and interest computation call us at 800-829-0115 (Business filers) or 800-829-8374 (Individual filers).

Reference		Assessment	Adjustment or Credit	Balance Due
12/11/2009 ADD'L TAX	300	5,852,658.00		
12/11/2009 INTEREST	190	5,504,028.82		

11,356,686.82